

Exhibit C

Initial File #: N00005778938

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
CORPORATIONS DIVISION



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

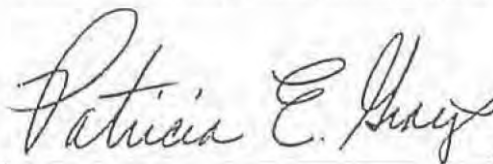
QATAR-AMERICA INSTITUTE

Effective Date: 9/12/2017

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 9/12/2017 3:01 PM



Business and Professional Licensing Administration



PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: VltwMP9Q

DCRA Corp. Div.

SEP 12 2017

**ARTICLES OF INCORPORATION  
OF  
QATAR-AMERICA INSTITUTE**

File Copy

McGowan

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Nonprofit Corporation Act (D.C. Code, Title 29 Chapter 4), do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE  
NAME**

The name of the corporation is Qatar-America Institute.

**ARTICLE TWO  
NONPROFIT CORPORATION**

The corporation is incorporated as a nonprofit corporation under Title 29 Chapter 4 of the Code of the District of Columbia.

**ARTICLE THREE  
TERM**

The period of the corporation's duration is perpetual.

**ARTICLE FOUR  
MEMBERS**

The corporation will not have members.

**ARTICLE FIVE  
PURPOSES**

The corporation is organized exclusively to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions hereafter in effect (the "Code"). The principal purposes for which this corporation shall be operated include, but are not limited, to the following:

(a) Increasing the understanding about Qatar, its people and its culture, by the people of the United States;

(b) Strengthening the Qatari-American relationship by exchanging ideas and culture between the two nations; and.

(c) Providing programs and forums for the deliberation and discussion of issues common between Qatar and the United States, such as international affairs, security, human rights, and culture.

The corporation shall be operated exclusively for such purposes, and except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. The corporation pledges all of its assets for such purposes. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE SIX REGISTERED AGENT, REGISTERED OFFICE**

The initial registered agent for the corporation is Chase Untermeyer. The address of the registered office for the corporation is 2555 M Street, NW Washington, DC, 20037.

#### **ARTICLE SEVEN BOARD OF DIRECTORS**

The direction and management of the affairs of the corporation and the control and disposition of its assets shall be vested in a board of directors ("Board of Directors") composed of such number of persons (not less than three (3) nor more than nine (9)) as may be fixed by the bylaws of the corporation. The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who shall serve as the directors of the corporation are as follows:

| <u>Name</u>                                       | <u>Address</u>   |
|---|--|
| Charles G. (Chase) Untermeyer                     | 10000 Memorial Drive, Suite 920<br>Houston, Texas 77024      |
| Ali Soufan  | 156 West 56th Street, Suite 1702<br>New York, New York 10019 |
| Admiral William J. Fallon, U.S.<br>Navy (Retired) | 737 South Union Street<br>Alexandria, VA 22314               |

Each director shall hold office for the term for which he or she is elected, except that the directors of the corporation named in this certificate shall hold office for the terms specified in the bylaws of the corporation to be held by such directors, and until his or her successor shall have been duly elected and qualified unless such director is sooner removed in the manner provided in the bylaws of the corporation or until such director resigns. The directors shall be elected by the governing body of the corporation as provided in the bylaws of the corporation.



## **ARTICLE EIGHT BYLAWS**

The initial bylaws of the corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal such bylaws or adopt new bylaws shall be vested in the Board of Directors.

## **ARTICLE NINE REGULATION OF ACTIVITIES**

Notwithstanding any other provision of these articles, the corporation shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an organization exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(4) of the Code, or corresponding provisions hereafter in effect, and the use, directly or indirectly, of any part of the assets of the corporation in any such activity or transaction is expressly prohibited.

## **ARTICLE TEN TAX PROVISIONS**

Anything to the contrary herein notwithstanding, the corporation shall:

(a) make distributions at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code, or corresponding provisions hereafter in effect;

(b) not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions hereafter in effect, which would be subject to tax under section 4941 of the Code, or corresponding provisions hereafter in effect;

(c) not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions hereafter in effect, which would subject the corporation to tax under section 4943 of the Code, or corresponding provisions hereafter in effect;

(d) not make any investments which would subject the corporation to tax under section 4944 of the Code, or corresponding provisions hereafter in effect, and

(e) not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions hereafter in effect, which would subject the corporation to tax under section 4945 of the Code, or corresponding provisions hereafter in effect.

## **ARTICLE ELEVEN DISSOLUTION**

In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but upon such dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, transfer and set over such funds or property or rights thereto in such manner to such organization (or organizations) which shall at such time of dissolution qualify as

an organization (or organizations) exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors in its absolute discretion shall determine.

## **ARTICLE TWELVE INDEMNIFICATION**

A. A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except that this ARTICLE TWELVE does not eliminate or limit the liability of a director of the corporation to the extent the director is found liable for:

- (a) a breach of the director's duty of loyalty to the corporation;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

B. If the Nonprofit Corporation Act of 2010 or any other provision of the Code of the District of Columbia hereafter is amended to authorize the further elimination or limitation of the liability of directors of the corporation, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Code of the District of Columbia, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the elimination and limitation on the liability of a director of the corporation provided by the foregoing provisions of this ARTICLE TWELVE.

C. Any repeal of or amendment to this ARTICLE TWELVE shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or amendment.

## **ARTICLE THIRTEEN INCORPORATOR**

The name and business address of the incorporator is:

Incorporator

Charles G. (Chase) Untermeyer

Address

10000 Memorial Drive, Suite 920  
Houston, Texas 77024, USA

IN WITNESS WHEREOF, we hereby subscribe to these Articles of Incorporation this 11<sup>th</sup>  
day of September, 2017.

**INCORPORATOR:**

By: 

Name: Chase Untermeyer



## BYLAWS

Originally adopted on: 9 May 2018.

Updated: 20 December 2018



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## **BYLAWS OF QATAR AMERICA INSTITUTE**

### **ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the District of Columbia, as the Board may designate or as the business of the corporation may require from time to time.

### **ARTICLE 2. MEMBERSHIP**

The corporation shall initially have no members.

### **ARTICLE 3. BOARD OF DIRECTORS**

#### ***3.1 General Powers***

The affairs of the corporation shall be managed by a Board of Directors.

#### ***3.2 Number***

The Board shall consist of not less than three members.

#### ***3.3 Qualifications***

Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws.

#### ***3.4 Election of Directors***

Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office. Vacancies may be filled at any time.

#### ***3.5 Term of Office***

Except as provided herein for members of the initial board, directors shall serve terms of three years. Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later. Members of the initial board shall draw slips of paper marked A, B, or C. The terms of those drawing A shall expire on 1 January 2022; those drawing B on 1 January 2021; and those drawing C on 1 January 2020. As new members are added to the board, they shall be assigned to either an A, B, or C rotation in an effort to keep the groups roughly equal in size. Members appointed to fill vacancies shall assume the rotation of their predecessors. Members may be appointed to two consecutive three-year terms. Upon the completion of a second full term, members must leave the board but may be reappointed after at least one full year has transpired.

#### ***3.6 Annual Meeting***

The annual meeting of the Board shall be held during the first quarter of the fiscal year on a date chosen by the Executive Director or the Chairman of the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting.

If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Executive Director or any one Director, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board or committee meeting called by them. Notice of a special meeting shall be delivered to the Directors not less than ten days before the meeting according to the provisions of Section 3.11 if these Bylaws.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the District of Columbia designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.11 Notice of Special Meetings**

#### **3.11.1 In Writing**

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

#### **3.11.2 Personal Communication**

Notice may be by personal communication with the Director.

#### **3.11.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.



Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### *3.11.4 Posting Electronic Notice*

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

### **3.12 Waiver of Notice**

#### *3.12.1 Record*

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable District of Columbia law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### *3.12.2 By Attendance*

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.13 Quorum**

One third of all Board members, that shall not be less than three, shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable District of Columbia law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the



adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### ***3.16 Action by Board Without a Meeting***

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### ***3.17 Resignation***

Any Director may resign at any time by delivering written notice to the Executive Director or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### ***3.18 Removal***

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

### ***3.19 Vacancies***

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### ***3.20 Board Committees***

#### ***3.20.1 Standing or Temporary Committees***

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable District of Columbia law. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### ***3.20.2 Quorum; Manner of Acting***

Three Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

### *3.20.3 Resignation*

Any member of any committee may resign at any time by delivering written notice thereof to the Executive Director, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### *3.20.4 Removal of Committee Member*

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **3.21 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### *4.1 Number and Qualifications*

The officers of the corporation may be a Chairman, Executive Director, a Secretary and a Treasurer, each of whom shall be elected by the Board if the Board agrees. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person.

### *4.2 Election and Term of Office*

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### *4.3 Resignation*

Any officer may resign at any time by delivering written notice to the Executive Director, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### *4.4 Removal*

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### ***4.5 Vacancies***

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### ***4.6 Chairman***

The Chairman of the Board shall preside over meetings of the Board.

#### ***4.7 Executive Director***

The Executive Director of the corporation, will be subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The Executive Director may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

The Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. The Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. In general, the Executive Director shall perform all duties that are assigned to him or her by the Board from time to time.

#### ***4.8 Secretary***

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; (e) sign with the Executive Director, or other officer authorized by the Executive Director or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Executive Director or the Board.

#### ***4.9 Treasurer***

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Director or the Board.

#### ***4.10 Compensation***

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be

prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

## **ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS**

### ***5.1 Compensation***

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

### ***5.2 Conflict of Interest***

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

### ***5.3 Review of Certain Transactions***

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 6. ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE 7. INDEMNIFICATION**

### ***7.1 Right to Indemnification***

Each person who was, is or is threatened to be made a named party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or officer of the corporation or, that being or having been such a Director or officer or an employee of the corporation, he or she is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise (hereinafter an "indemnitee"), whether the basis of a proceeding is alleged action in an official capacity as such a Director, officer, partner, trustee, employee or agent or in any other capacity while



serving as such a Director, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by the corporation against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, partner, trustee, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Except as provided in Section 8.4 hereof with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if the proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this Section 8.1 shall be a contract right.

### ***7.2 Restrictions on Indemnification***

No indemnification shall be provided to any such indemnitee for acts or omissions of the indemnitee finally adjudged to be intentional misconduct or a knowing violation of law, for conduct of the indemnitee finally adjudged to be in violation of Title 29, Chapter 4 of the District of Columbia Code for any transaction with respect to which it was finally adjudged that such indemnitee personally received a benefit in money, property or services to which the indemnitee was not legally entitled or if the corporation is otherwise prohibited by applicable law from paying such indemnification, except that if Title 29, Chapter 4 of the District of Columbia Code is hereafter amended, the restrictions on indemnification set forth in this Section 7.2 shall be as set forth in such amended statutory provision.

### ***7.3 Advancement of Expenses***

The right to indemnification conferred in Section 7.1 hereof shall include the right to be paid by the corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). An advancement of expenses shall be made upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 7.3.

### ***7.4 Right of Indemnitee to Bring Suit***

If a claim under Section 7.1 or 7.3 hereof is not paid in full by the corporation within 60 days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, in any such suit or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article 8 upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled.



### ***7.5 Procedures Exclusive***

The procedures for indemnification and advancement of expenses set forth in this Article 7 are in lieu of any procedures required by Title 29, Chapter 4 of the District of Columbia Code, as amended.

### ***7.6 Nonexclusivity of Rights***

The right to indemnification and the advancement of expenses conferred in this Article 7 shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of these Articles of Incorporation or the Bylaws of the corporation, by general or specific action of the Board of Directors, by contract or otherwise.

### ***7.7 Insurance, Contracts and Funding***

The corporation may maintain insurance, at its expense, to protect itself and any Director, officer, partner, trustee, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Title 29, Chapter 4 of the District of Columbia Code. The corporation may enter into contracts with any Director, officer, partner, trustee, employee or agent of the corporation in furtherance of the provisions of this Article 7 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article 7.

### ***7.8 Indemnification of Employees and Agents of the Corporation***

The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Article 7 with respect to the indemnification and advancement of expenses of Directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, Title 29, Chapter 4 of the District of Columbia Code, or (c) as are otherwise consistent with law.

### ***7.9 Persons Serving Other Entities***

Any person who, while a Director, officer or employee of the corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, limited liability company, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be so serving at the request of the corporation and entitled to indemnification and advancement of expenses under Sections 7.1 and 7.3 hereof.

## **ARTICLE 8. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### ***8.1 Loans***

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### ***8.2 Loans or Extensions of Credit to Officers and Directors***

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

### ***8.3 Checks, Drafts, Etc.***

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### ***8.4 Deposits***

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

### ***8.5 Books and Records***

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

### ***8.6 Corporate Seal***

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

### ***8.7 Accounting Year and Audit***

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31. The aim for each accounting year would be to complete the relevant 990 by June the following year. A financial audit would be completed each year following the submission of the 990.

### ***8.8 Rules of Procedure***

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

#### **ARTICLE 9. DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 10. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws, or by the written consent of each of the Directors.

The foregoing Bylaws were adopted by the Board of Directors on \_\_20 Dec 2018\_\_\_\_, 2018.



\_\_\_\_\_  
Secretary